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10 BANK & TRUST COMPANY, formerly known as
and successor to Borel Private Bank & Trust
Company

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

15 In re: CASE NO. 13-53491
16 272 E. Santa Clara Grocery, LLC, CHAPTER 11
17 Debtor.

Date: June 18, 2014
Time: 1:30 p.m.
Judge: Hon. Stephen L. Johnson
Courtroom: 3099

**CREDITOR BOSTON PRIVATE BANK'S VERIFIED BALLOT TABULATION
REGARDING CONFIRMATION OF ITS CHAPTER 11 PLAN OF REORGANIZATION
AND DISCLOSURE STATEMENT DATED DECEMBER 5, 2013
(AS AMENDED MARCH 20, 2014)**

24 Boston Private Bank submits the following tabulation of the ballots received from the
25 creditors voting to accept or to reject Boston Private Bank’s Chapter 11 Plan of Reorganization
26 and Disclosure Statement dated December 5, 2013 (As Amended March 20, 2014) (the “BPB
27 Plan”). As is indicated below, 100% of all impaired voting creditors have voted to accept the
28 BPB Plan. Including unimpaired claims, 8.3% of all other creditors have voted to accept the BPB

1 Plan.

2 **Class 1:** Secured Tax Claims. Santa Clara County Tax Collector has been paid in full and is
3 unimpaired and deemed to have accepted the BPB Plan.

4 **Class 2:** BPB's Secured Claim. This impaired class, consisting of BPB's secured claim, has
5 unanimously voted to accept the BPB Plan.

6 No. of Ballots Accepting: 1 (100%)

7 Dollar Amount Accepting: \$141,158.16

8 **Class 3:** General Unsecured Claims: Class 3 is not impaired¹; therefore, claims in this
9 class are not entitled to vote on the BPB Plan and are deemed to have accepted the BPB Plan,
10 however several ballots for this class were received by BPB and are included in the attached
11 summary.

12 **Class 4:** Debtor's Equity Holders. Class 4 is not impaired; therefore, claims in this
13 class are not entitled to vote on the BPB Plan and are deemed to have accepted the BPB Plan,
14 however several ballots for this class were received by BPB and are also included in the attached
15 summary.

16 A summary of the ballots received is attached hereto as Exhibit A; a copy of the ballot
17 which was served is attached as Exhibit B; and copies of each completed ballot received are
18 attached collectively as Exhibit C.

19 Dated: June 13, 2014

HOPKINS & CARLEY
A Law Corporation

21 By: /s/ Stephen J. Kottmeier

22 Stephen J. Kottmeier
23 Jay M. Ross
24 Attorneys for Secured Creditor
25 BOSTON PRIVATE BANK & TRUST
26 COMPANY

27

¹ This class is unimpaired because the claims are to be paid in full with interest and none of their contract rights are
28 altered.

Verification Regarding Voting Process

I, Stephen J. Kottmeier, declare:

1. I am an attorney duly authorized to practice law before this Court, and am one of the attorneys for Creditor, Boston Private Bank, herein. I have personal knowledge of the facts stated herein and can competently testify thereto.

2. Pursuant to the Court's Order Approving Disclosure Statement and Fixing Time for Filing Acceptances or Rejections of Amended Plan of Reorganization (Dated December 5, 2013, as amended March 20, 2014); [Dkt. 166], combined with Notice thereof, BPB; by this office, served the Order Approving Disclosure Statement and Fixing Time for Filing Acceptances or Rejections of Amended Plan of Reorganization (Dated December 5, 2013, as amended March 20, 2014) and a Ballot, on all creditors, parties in interest, equity security holders, and other persons listed on the Proof of Service of such documents. A Proof of Service has been filed. [Dkt. 192],

3. A summary of the ballots submitted accepting the Plan is attached as **Exhibit A**; a true and correct copy of the Ballot that was served with the Order and Plan/Disclosure Statement is attached as **Exhibit B**; and true and correct copies of each completed ballot received by this office are attached collectively as **Exhibit C**.

4. I personally reviewed each ballot received with respect to the voting on the Plan. The tabulation above is a true and correct compilation of the ballots received. Likewise, the spreadsheet attached as Exhibit A accurately summarizes the ballots received.

5. No votes other than those listed on Exhibit A and attached collectively as Exhibit C were received. All ballots were received on or before June 11, 2014.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at San Jose, California on this 13th day of June, 2014.

/s/ Stephen J. Kottmeier
Stephen J. Kottmeier

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EXHIBIT A

SUMMARY OF BALLOTS

<u>Class Voting</u>	<u>Total No. of Ballots Received</u>	<u>Total No. of Ballots Voting to Accept</u>	<u>Accepting Percentage (No. of Ballots)</u>	<u>Total Amount of Claims Voted</u>	<u>Amount of Claims Voting to Accept</u>	<u>Accepting Percentage (Amount of Claims)</u>
Class 1	0	0	n/a	n/a	n/a	n/a
Class 2	1	1	100%	\$141,158.16 ²	\$141,158.16	100%
Class 3	3 ³	0	0%	\$745,155.21 ⁴	0	n/a
Class 4	8 ⁵	0	0%	Equity	Equity	n/a
Total	12	1	8.3%	\$886,313.37	\$141,158.16	15.9%

² On January 10, 2014, BPB filed a Motion for Temporary Allowance of Claim for Voting purposes in the amount of \$141,158.16 [Dkt. 138, p. 4] and an Order granting that Motion was entered on February 18, 2014 [Dkt. 155]

³ The ballot received from Ogden Perry, a Class 3 claimant, indicates that it is a Class 2 claimant which appears to be a mistake. The ballot is included with the Class 3 claims.

⁴ As set forth in the Ballots and Debtor's Amended Schedule F, filed August 19, 2013. (Dkt. No. 57.)

⁵ The Debtor also signed a ballot, but it is not included in this tabulation. A copy is included in Exhibit 3, hereto.